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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	Chapter 11
	:
DPH HOLDINGS CORP., <u>et al.</u> ,	:
	Case No. 05-44481 (RDD)
	:
Reorganized Debtors.	:
	(Jointly Administered)
	:
	X

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND
IBJTC BUSINESS CREDIT CORPORATION, AS SUCCESSOR TO IBJ WHITEHALL BUSINESS
CREDIT CORPORATION WITHDRAWING (A) IBJTC BUSINESS CREDIT CORPORATION'S
PROPOSED CURE CLAIMS (DOCKET NO. 12983) AND (B) RESPONSE TO DEBTORS'
OMNIBUS 8.2(b) CURE OBJECTION (DOCKET NO. 13651)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors") and IBJTC Business Credit Corporation ("IBJTC"), as successor to IBJ Whitehall Business Credit Corporation respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And IBJTC Business Credit Corporation, As Successor To IBJ Whitehall Business Credit Corporation Withdrawing (A) IBJTC Corporation's Proposed Cure Claims (Docket No. 12983) And (B) Response To Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13651) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 6, 2008, IBJTC filed the Precautionary Cure Claim Objection Of IBJTC Business Credit Corporation (Docket No. 12983) (the "IBJTC Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the IBJTC Cure Claim pursuant to the Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 22, 2008, IBJTC filed IBJTC Business Credit Corporation's Response To (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of

Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13651) (the "IBJTC 8.2(b) Response").

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the IBJTC Cure Claim as a disputed Cure Proposal and authorized the Debtors and the respective counterparties to "negotiate in good faith to reach a consensual resolution of the disputed Cure Proposal."

WHEREAS, because the leases included in the IBJTC Cure Claim and the IBJTC 8.2(b) Response had expired or were no longer executory on or prior to the Effective Date, no leases between IBJTC and the Debtors were assumed.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Omnibus 8.2(b) Cure Objection with respect to the IBJTC Cure Claim and the IBJTC 8.2(b) Response, the Reorganized Debtors and IBJTC entered

into this Stipulation, pursuant to which the parties agree that the IBJTC Cure Claim and the IBJTC 8.2(b) Response are each deemed withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and IBJTC stipulate and agree as follows:

1. The IBJTC Cure Claim is hereby deemed withdrawn with prejudice.
2. The IBJTC 8.2(b) Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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